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FORM D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

OTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION 1363045

OMB	APPROVAL	
OMB NUMBER:	3235-0076	·
Expires: Estimated average burde	April 30, 2008 n	
hours per response		
SEC	USE ONLY	
Prefix	Serial	

DATE RECEIVED

Name of Offering (check if this is an amen	dment and name has changed, and indicate change.)		
Series A Convertible Preferred Stock			
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Sect	ion 4(6) 🗆 ULOE	
Type of Filing: ■ New Filing □ Amendm	ent		
	A. BASIC IDENTIFICATION DA	ATA	
1. Enter the information requested about the	ssuer		
Name of Issuer (check if this is an amendm	ent and name has changed, and indicate change.)		
Tego, Inc.			
Address of Executive Offices (Number	and Street, City, State, Zip Code)	Telephone Number (Includia	ng Area Code)
375 Totten Pond Road, Waltham, MA 0245	1	781-547-5680	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including	ng Area Code)
Brief Description of Business:			
Design, produce and market radio frequence	y identification (RFID) tags and related technology p	roduets.	
Type of Business Organization			FIOUESSED
■ corporation	☐ limited partnership, already formed	other (please specify):	DCT 2.2
□ business trust	☐ limited partnership, to be formed		OCT 2 2 2007
	Month Year	and the	THOMSON
Actual or Estimated Date of Incorporation or C	Organization 04 05 Actual Control to the Life Detail Complex ships winted for Steel	Estimated	THOMSUN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION	į
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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	***	A. BASIC IDENT	TIFICATION DATA		
Enter the information requested for Each promoter of the issuer, i Each beneficial owner having Each executive officer and di Each general and managing p	if the issuer has by the power to vo- rector of corpora	te or dispose, or direct the te issuers and of corporate	vote or disposition of, 10	0% or more of a artners of partne	class of equity securities of the issuer; rship issuers; and
Check Box(es) that Apply:	■ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Butter, Timothy					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Tego, Inc., 375 Totten Pond Road, Check Box(es) that Apply:		Beneficial Owner ■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual	■ Promoter	Beneficial Owner	Executive Office	- Ducctor	C denotal allow Hamaging Factor
Pun Name (Last mane mst, it midtvidda)	,				
Doyle, Stephen					
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)		
c/o Tego, Inc., 375 Totten Pond Road,	Waltham, MA 0	2451			
Check Box(es) that Apply:	■ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual))				
Donahu Mishaal					
Dansby, Michael Business of Residence Address	(Number and	Street, City, State, Zip Co	ode)		
			•		
c/o Tego, Inc., 375 Totten Pond Road,					
Check Box(es) that Apply:	■ Promoter	Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	1				
Ahmad, Subail					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Tego, Inc., 375 Totten Pond Road,	Waltham, MA ()	2451			
Check Box(es) that Apply:	■ Promoter	■ Beneficial Owner	■ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)					
Berrios, Javier Business or Residence Address	(Number and S	Street, City, State, Zip Coo	ie)		
Busiless of Residence Address	(Manifect wite 2	incoo, only, outs, sop oo	,		
c/o Tego, Inc., 375 Totten Pond Road,	Waltham, MA 0				
Check Box(es) that Apply:	■ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Beckhardt, Steven					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Tego, Inc., 375 Totten Pond Road, \	Valtham MA (i	2451			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	O i iomoto		,		
•					
Bain, Jr., Samuel E.	(Mumber and S	treet, City, State, Zip Cod	la\		
Business or Residence Address	(14miner and 3	aces, easy, state, zap eco)		
c/o Tego, Inc., 375 Totten Pond Road, V	Valtham, MA 0	2451		<u></u>	
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
372 RFID LP					
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	le)		
	00.401				
372 Washington Street, Wellesley, MA Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	□ Promoter	D Delicticiat Owlice	- Everante Officel	O Milestor	- Carrett mem at transferibly mental
1 20 11ame (Cast name 1034 it incividual)					
	01)	Carra Cir. Carra 71: C	-da)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	uc)		•

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•
•	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$	n/a
2.	What is the minimum investment that will be accepted those any individual:	Yes	No
3.	Does the offering permit joint ownership of a single unit?	-	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
n/a			
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [1	AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	[ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
V	(Check "All States" or check individual States)	All States	•
_ (I _ [I _ [I		_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)	,	
Busin	iness or Residence Address (Number and Street, City, State, Zip Code)		
Nem	ne of Associated Broker or Dealer		
State	es in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check *All States" or check individual States)	All States	
4]_ 1] 1] 1]	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[TX] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box nand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ 7,820,000	\$ <u>6,111,400</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	s
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>7,820,000</u>	\$ <u>6,111,400</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	45	\$ <u>6,111,400</u>
	Non-accredited Investors		_
	Total (for filings under Rule 504 only)		\$ \$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Ouestion 1.	Type of	Dollar Amount Sold
	Type of offering	Security	3010
	Rule 505		s
	Regulation A	·	s
	Rule 504		S
	Total	<u></u>	s
\$.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	a	s
	Printing and Engraving Costs		\$
	Legal Fccs		\$70.000
	Accounting Fees	_ D	s
	Engineering Fees	-	s
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	<u> </u>	S
	Tatal	_	\$ 70,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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1 and total expenses furnished in response to Part C - Question 4.a. This difference "adjusted gross proceeds to the issuer."			s	7,750,000
Indicate below the amount of the adjusted gross proceeds to the issuer used or prop for each of the purposes shown. If the amount for any purpose is not known, furnis and check the box to the left of the estimate. The total of the payments listed must adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b at the contract of the payments and the payments listed must be adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b at the payments are proceeded to the payments and payments are proceeded to the payments are proceeded to the payments and payments are proceeded to the payments are proceeded to t	h an estimate equal the			
		Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		\$	0	\$
Purchase of real estate		s	0	\$
Purchase, rental or leasing and installation of machinery and equipment		\$	۵	s
Construction or leasing of plant buildings and facilities		s		S
Acquisition of other business (including the value of securities involved in this offer that may be used in exchange for the assets or securities of another issuer pursuant to	0 8	s	0	ç
merger)		\$ 119,332.01	_	\$ 1,992,067.9
Repayment of indebtedness		<u>3 117,032.01</u>	_	\$_5,638,600.0
Working capital		•	_	s <u></u>
Other (specify):	<u> </u>	3 <u> </u>	0	·
Column Totals	•	<u>\$ 119,332.01</u>	•	\$ <u>7,630,667.99</u>
Total Payments Listed (column totals added)		•	\$ <u>7,750,000</u>)
D. FEDERAL SIG	rson If this notice	is filed under Rule 505, th	e following	signature constitute
indertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, accredited investor pursuant to paragraph (b)(2) of Rule 502.	upon written reques	t of its staff, the informati	on furnishe	d by the issuer to an
ssuer (Print or Type)	Signature	7.10 DE	nte	
rego, Inc.	1111	they o	ctober //), 2007
I		et or Type)		
	Title of Signer (Prin			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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